

HEARING DATE AND TIME: December 1, 2009, 2009 at 9:30 a.m. (Eastern Time)

OBJECTION DEADLINE: November 24, 2009 at 4:00 p.m. (Eastern Time)

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors and
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X	:	
In re	:	Chapter 11 Case No.
	:	
REMEDICATION AND LIABILITY	:	09- 50029 (REG)
MANAGEMENT COMPANY, INC.,	:	
	:	
Debtor.	:	
	:	
-----X	:	
In re	:	Chapter 11 Case No.
	:	
ENVIRONMENTAL CORPORATE	:	09-50030 (REG)
REMEDICATION COMPANY, INC.,	:	
	:	
Debtor.	:	
	:	
-----X	:	

**NOTICE OF HEARING ON MOTION OF REALM/ENCORE DEBTORS
FOR ORDER PURSUANT TO SECTION 502(b)(9) OF THE BANKRUPTCY CODE
AND BANKRUPTCY RULE 3003(c)(3), ESTABLISHING THE DEADLINE FOR
FILING PROOFS OF CLAIM (INCLUDING CLAIMS UNDER SECTION 503(b)(9) OF
THE BANKRUPTCY CODE) AND PROCEDURES RELATING THERETO
AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

PLEASE TAKE NOTICE that upon the annexed Motion, dated November 16, 2009 (the “**Motion**”), of Remediation and Liability Management Company, Inc. (“**REALM**”) and Environmental Corporate Remediation Company, Inc. (“**ENCORE**” and together with REALM, the “**REALM/ENCORE Debtors**”), for an order, pursuant to sections 502(b)(9) of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), establishing **February 1, 2010 at 5:00 p.m. (Eastern Time)** as the deadline for all persons or entities, other than Governmental Units (as such term is defined in section 101(27) of the Bankruptcy Code) to file proofs of claim (including claims under section 503(b)(9) of the Bankruptcy Code) and **April 16, 2010 at 5:00 p.m. (Eastern Time)** as the deadline for all Governmental Units to file proofs of claim, establishing procedures relating thereto, and approving the form and manner of notice thereof, all as more fully set forth in the Motion, a hearing will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **December 1, 2009 at 9:30 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court’s filing system, and (b) by

all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at www.nysb.uscourts.gov), and served in accordance with General Order M-242, and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 500 Renaissance Center, Suite 1400, Detroit, Michigan 48243 (Attn: Ted Stenger); (iii) General Motors, LLC, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, DC 20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Amy Caton, Esq., Adam C. Rogoff, Esq., and Gregory G. Plotko, Esq.); (xii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Diana G. Adams, Esq.); and (xiii) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Matthew L. Schwartz, Esq.), so as to be received no later than **November 24, 2009, at 4:00 p.m. (Eastern Time)** (the "**Objection Deadline**").

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York
November 16, 2009

/s/ Stephen Karotkin
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors and
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X	:	

	:	
In re	:	Chapter 11 Case No.
	:	
REMEDIATION AND LIABILITY	:	09- 50029 (REG)
MANAGEMENT COMPANY, INC.,	:	
	:	
Debtor.	:	
	:	
-----X	:	

	:	
In re	:	Chapter 11 Case No.
	:	
ENVIRONMENTAL CORPORATE	:	09-50030 (REG)
REMEDIATION COMPANY, INC.,	:	
	:	
Debtor.	:	
	:	
-----X	:	

**REALM/ENCORE DEBTORS' MOTION FOR ORDER PURSUANT TO
SECTION 502(b)(9) OF THE BANKRUPTCY CODE AND BANKRUPTCY
RULE 3003(c)(3) ESTABLISHING THE DEADLINE FOR FILING
PROOFS OF CLAIM (INCLUDING CLAIMS UNDER SECTION 503(b)(9) OF THE
BANKRUPTCY CODE) AND PROCEDURES RELATING THERETO
AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

TABLE OF CONTENTS

	Page
TABLE OF AUTHORITIES	ii
Relief Requested	1
Background	2
The REALM/ENCORE Bar Dates	3
The Proposed Procedures for Filing Proofs of Claim.....	4
Consequences of Failure to File a Proof of Claim.....	6
Notice of the REALM/ENCORE Bar Dates.....	7
The Proof of Claim Form.....	9
The REALM/ENCORE Bar Date Notices.....	9
The Proposed REALM/ENCORE Bar Date and Notice Procedures Are Reasonably Calculated to Provide Due and Proper Notice	10
Objections to Claims and Reservation of Rights	11
Notice	11

TABLE OF AUTHORITIES

FEDERAL STATUTES

11 U.S.C. § 101(2)	6
11 U.S.C. § 101(5)	1, 2
11 U.S.C. § 101(27)	1
11 U.S.C. § 501	3
11 U.S.C. § 502(b)(9)	1, 3
11 U.S.C. § 503(b)	6
11 U.S.C. § 503(b)(9)	1, 2, 6, 9
11 U.S.C. § 507(a)(2)	6

FEDERAL RULES

Fed. R. Bankr. P. 2002(a)(7)	7, 10
Fed. R. Bankr. P. 2002(f)	7
Fed. R. Bankr. P. 2002(l)	7, 8
Fed. R. Bankr. P. 2002(p)(2)	10
Fed. R. Bankr. P. 3003(c)(2)	3, 6
Fed. R. Bankr. P. 3003(c)(3)	1, 3

TO THE HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE:

Remediation and Liability Management Company, Inc. (“**REALM**”) and
Environmental Corporate Remediation Company, Inc. (“**ENCORE**” and together with REALM,
the “**REALM/ENCORE Debtors**”), respectfully represent:

Relief Requested

1. By this Motion, the REALM/ENCORE Debtors request that, pursuant to
section 502(b)(9) of the title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule
3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the Court:

- (a) establish **February 1, 2010 at 5:00 p.m. (Eastern Time)** as the deadline for each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) other than Governmental Units (as defined below) to file a proof of claim (each a “**Proof of Claim**”) in respect of a prepetition claim (as defined in section 101(5) of the Bankruptcy Code, including, for the avoidance of doubt, secured claims and priority claims, and including claims under section 503(b)(9) of the Bankruptcy Code (a “**503(b)(9) Claim**”) against either of the REALM/ENCORE Debtors (the “**REALM/ENCORE General Bar Date**”);
- (b) establish **April 16, 2010 at 5:00 p.m. (Eastern Time)** as the deadline for governmental units (as defined in section 101 (27) of the Bankruptcy Code) (“**Governmental Units**”) to file a Proof of Claim in respect of a prepetition claim against either of the REALM/ENCORE Debtors (the “**REALM/ENCORE Governmental Bar Date**”, together with the REALM/ENCORE General Bar Date, the “**REALM/ENCORE Bar Dates**”);
- (c) approve the proposed model Proof of Claim form (the “**Proof of Claim Form**”);
- (d) approve the proposed procedures for filing Proofs of Claim; and
- (e) approve the proposed procedures for notice of the REALM/ENCORE Bar Dates, including, among other things, the forms of notice substantially in the forms annexed hereto as Annex I and Annex II (the “**REALM/ENCORE Bar Date Notices**”).

A proposed order (the “**Proposed Order**”) granting the relief sought herein is annexed hereto as Exhibit A and the proposed Proof of Claim Form is annexed hereto as Annex III.

Background

2. Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and three of its affiliated debtors (the “**First Filed Debtors**” and together with the REALM/ENCORE Debtors, the “**Debtors**”) each commenced a voluntary petition for relief under chapter 11 of the Bankruptcy Code on June 1, 2009. On July 10, 2009, the First Filed Debtors consummated the sale of substantially all of their assets to a company now known as General Motors LLC. The First Filed Debtors are currently conducting an orderly liquidation and wind-down of their remaining assets and operations, including the assets and obligations of MLC’s numerous subsidiaries. On September 16, 2009, the Court entered an order (the “**Initial Bar Date Order**”) [Docket No. 4079] establishing November 30, 2009 at 5:00 p.m. (Eastern time) as the deadline for each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts and governmental units) to file a Proof of Claim in respect of a prepetition claim (as defined in section 101(5) of the Bankruptcy Code, including, for the avoidance of doubt, secured claims and priority claims, including 503(b)(9) Claims against any of the First Filed Debtors (the “**Initial Bar Date**”).

3. On October 9, 2009 (the “**REALM/ENCORE Commencement Date**”), the REALM/ENCORE Debtors, both direct subsidiaries of MLC, each commenced a voluntary case under chapter 11 of the Bankruptcy Code. Their case are being jointly administered with the First Filed Debtors’ chapter 11 cases.

4. On October 15, 2009, the REALM/ENCORE Debtors filed their schedules of assets and liabilities (the “**Schedules**”).

The REALM/ENCORE Bar Dates

5. Bankruptcy Rule 3003(c)(3) provides that the Court shall fix the time within which claimants must file a Proof of Claim in a chapter 11 case pursuant to section 501 of the Bankruptcy Code. Moreover, Bankruptcy Rule 3003(c)(2) provides that any creditor who asserts a claim against a debtor that (a) is not scheduled in the Schedules or (b) is listed on the Schedules as disputed, contingent, or unliquidated must file a Proof of Claim by a bar date fixed by the Court.

6. Section 502(b)(9) of the Bankruptcy Code provides that the “claim of a governmental unit shall be timely filed if it is filed before 180 days after the date of the order for relief or such later time as the Federal Rules of Bankruptcy Procedure may provide. . . .” 11 U.S.C. § 502(b)(9).

7. The Amended Procedural Guidelines for Filing Requests for Bar Orders in the United States Bankruptcy Court for the Southern District of New York, dated March 27, 2008, established by the Board of Judges for the Southern District of New York (General Order M-350, Amended General Order M-279) (the “**Procedural Guidelines**”) require that all requests for bar orders conform substantially to the standard order and notice provided for in the Procedural Guidelines.

8. The REALM/ENCORE Debtors believe that although a limited number of entities are creditors against their estates, promptly establishing the REALM/ENCORE Bar Dates will enable the joint administration of the REALM/ENCORE Debtors’ chapter 11 cases and the First Filed Debtors’ chapter 11 cases in a timely and efficient manner. Based on the procedures set forth below, the proposed REALM/ENCORE Bar Dates will give creditors ample opportunity to prepare and file Proofs of Claim.

The Proposed Procedures for Filing Proofs of Claim

9. The REALM/ENCORE Debtors propose the following procedures for filing Proofs of Claim:

- (a) Unless otherwise provided herein, the REALM/ENCORE General Bar Date shall be **February 1, 2010 at 5:00 p.m. (Eastern Time)**.
- (b) Unless otherwise provided herein, the REALM/ENCORE Governmental Bar Date shall be **April 16, 2010 at 5:00 p.m. (Eastern Time)**.
- (c) Proofs of Claims must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the REALM/ENCORE Commencement Date; (iii) conform substantially to the Proof of Claim Form or the Official Bankruptcy Form No. 10 (“**Official Form 10**”)¹; (iv) specify the REALM/ENCORE Debtor against which the Proof of Claim is filed; (v) set forth with specificity the legal and factual basis for the alleged claim; (vi) include supporting documentation or an explanation as to why such documentation is not available; and (vii) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.
- (d) If a claimant asserts a claim against more than one REALM/ENCORE Debtor, the claimant must file a separate Proof of Claim against each REALM/ENCORE Debtor.
- (e) Proofs of Claim shall be deemed timely filed only if the Proofs of Claim are **actually received** by the REALM/ENCORE Debtors’ court approved claims agent, The Garden City Group, Inc. (“**GCG**”), or by the Court, on or before the applicable REALM/ENCORE Bar Date at –

If by hand delivery or overnight courier:

The Garden City Group, Inc.
Attn: Motors Liquidation Company Claims Processing
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017

If by first-class mail:

The Garden City Group, Inc.
Attn: Motors Liquidation Company
P.O. Box 9386
Dublin, Ohio 43017-4286

OR

¹ Official Form 10 can be found at www.uscourts.gov/bkforms/index.html, the Official Website for the United States Bankruptcy Courts.

If by hand delivery:

United States Bankruptcy Court, SDNY
One Bowling Green
Room 534
New York, New York 10004

- (f) Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission **will not** be accepted.
- (g) Any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and Governmental Units) that asserts a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (i) the applicable REALM/ENCORE Bar Date and (ii) the date that is **thirty days** following the entry of the order approving such rejection, or be forever barred from doing so.
- (h) Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the REALM/ENCORE Commencement Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a Proof of Claim for such amounts on or before the applicable REALM/ENCORE Bar Date unless an exception identified in paragraph (j) below applies.
- (i) In the event that the REALM/ENCORE Debtors amend their Schedules to (a) designate a claim as disputed, contingent, unliquidated, or undetermined, (b) change the amount of a claim reflected therein, (c) change the classification of a claim reflected therein, or (d) add a claim that was not listed on the Schedules, the REALM/ENCORE Debtors shall notify the claimant of the amendment. The deadline for any holder of a claim so designated, changed, or added to file a Proof of Claim on account of any such claim is the later of (a) the applicable REALM/ENCORE Bar Date and (b) the date that is **thirty days** after the REALM/ENCORE Debtors provide notice of the amendment.
- (j) The following persons or entities are **not** required to file a Proof of Claim on or before the applicable REALM/ENCORE Bar Date, with respect to the claims described below:
 - 1. any person or entity whose claim is listed on the Schedules and (i) whose claim is **not** described thereon as “disputed,” “contingent,” or “unliquidated,” (ii) who does not dispute the amount or classification of the claim set forth in the Schedules, and (iii) who does not dispute that the claim is an obligation of the specific REALM/ENCORE Debtor against which the claim is listed on the Schedules;

2. any person or entity whose claim has been paid in full;
3. any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense (**other than** a holder of a 503(b)(9) Claim);
4. any person or entity that holds a claim that has been allowed by an order of this Court entered on or before the applicable REALM/ENCORE Bar Date;
5. any holder of a claim for which a separate deadline is fixed by this Court;
6. any Debtor in these cases having a claim against another Debtor;
7. any entity that, as of the REALM/ENCORE Bar Date, is an affiliate (as defined in section 101(2) of the Bankruptcy Code) of any Debtor; or
8. any holder of a claim who has already properly filed a Proof of Claim with the Clerk of the Court or GCG against the REALM/ENCORE Debtors, utilizing a claim form which substantially conforms to the Proof of Claim Form or Official Form 10.

- (k) Any person or entity that relies on the Schedules has the responsibility to determine that the claim is accurately listed in the Schedules.

Consequences of Failure to File a Proof of Claim

10. Bankruptcy Rule 3003(c)(2) provides that any creditor that is required to file a Proof of Claim before the applicable REALM/ENCORE Bar Date but fails to do so “shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution.” Pursuant to Bankruptcy Rule 3003(c)(2), the REALM/ENCORE Debtors request that any holder of a claim (including a holder of a 503(b)(9) Claim) against the REALM/ENCORE Debtors that is required to file a Proof of Claim for such claim in accordance with the REALM/ENCORE Bar Date Order, but fails to do so on or before the applicable REALM/ENCORE Bar Date shall be forever barred, estopped and enjoined from asserting such claim against each of the REALM/ENCORE Debtors and their respective estates (or filing a

Proof of Claim with respect thereto), and each of the REALM/ENCORE Debtors and their respective chapter 11 estates, successors, and property shall be forever discharged from any and all indebtedness or liability with respect to such claim. Moreover, the holder of such claim shall not be permitted to vote to accept or reject any chapter 11 plan filed in these cases, participate in any distribution in these chapter 11 cases on account of such claim, or receive further notices with respect to the REALM/ENCORE Debtors' chapter 11 cases.

Notice of the REALM/ENCORE Bar Dates

11. Pursuant to Bankruptcy Rules 2002(a)(7), (f), (l), and the Procedural Guidelines, the REALM/ENCORE Debtors propose to provide notice of the REALM/ENCORE Bar Dates in accordance with the following procedures:

- (a) Within **ten days** of entry of an order granting the relief requested herein, the REALM/ENCORE Debtors shall cause to be mailed (i) a Proof of Claim Form and (ii) a REALM/ENCORE Bar Date Notice substantially in the form annexed hereto as Annex I (the "**General Notice**") to the following parties:
 - 1. the United States Trustee for the Southern District of New York (the "**U.S. Trustee**");
 - 2. the attorneys for the statutory committee of unsecured creditors;
 - 3. all known holders of claims listed on the Schedules at the addresses stated therein;
 - 4. all parties known to the REALM/ENCORE Debtors as having potential claims against any of the REALM/ENCORE Debtors' estates;
 - 5. all counterparties to any of the REALM/ENCORE Debtors' executory contracts and unexpired leases listed on the Schedules at the addresses stated therein;
 - 6. the attorneys of record for all parties to pending litigation against any of the REALM/ENCORE Debtors (as of the date of the entry of the REALM/ENCORE Bar Date Order);

7. the Internal Revenue Service, the Securities and Exchange Commission, the United States Attorney's Office for the Southern District of New York, and all applicable government entities; and
8. all parties who have requested notice in any of the Debtors' cases pursuant to Bankruptcy Rule 2002 (1-8, collectively, the "**Notice Parties**").

- (b) The REALM/ENCORE Debtors shall also post the Proof of Claim Form and Bar Date Notices on the website established by GCG for the Debtors' cases: www.motorsliquidationdocket.com.

12. In addition to the foregoing, the REALM/ENCORE Debtors propose to mail by first class mail a copy of the REALM/ENCORE Bar Date Notice, substantially in the form annexed hereto as Annex II (the "**Local Notice**"), and a Proof of Claim Form, to all known residents within an approximate 0.5 mile radius of each of the properties owned by either of the REALM/ENCORE Debtors and listed on Exhibit B annexed hereto (the "**REALM/ENCORE Properties**").

13. The Debtors also believe that it is appropriate to supplement notice of the REALM/ENCORE Bar Dates by providing notice by publication consistent with Bankruptcy Rule 2002(l) ("The court may order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice") and the Procedural Guidelines. Such notice is appropriate for (i) those creditors to whom no other notice was sent and who are unknown or not reasonably ascertainable by the REALM/ENCORE Debtors; (ii) known creditors with addresses unknown by the REALM/ENCORE Debtors; and (iii) creditors with potential claims unknown by the REALM/ENCORE Debtors. Accordingly, the Debtors propose to publish (a) the General Notice, with any necessary modifications for ease of publication, once in each of USA Today (National Edition) and The New York Times (National Edition), at least **thirty days** prior to the REALM/ENCORE General Bar Date; and (b) the Local Notice, with the legend on the top of the first page omitted and with any necessary modifications for ease of

publication, once in each of the newspapers set forth on Exhibit C annexed hereto (which newspapers are local newspapers in the geographic vicinity of the REALM/ENCORE Properties), at least **thirty days** prior to the REALM/ENCORE General Bar Date.

The Proof of Claim Form

14. With the assistance of GCG, the REALM/ENCORE Debtors have prepared the Proof of Claim Form. The Proof of Claim Form substantially conforms to Official Form 10, but is tailored to these chapter 11 cases. The substantive modifications to the Official Form 10 proposed by the REALM/ENCORE Debtors include the following:

- (a) adding a field to determine whether a 503(b)(9) Claim is being asserted;
- (b) indicating how the REALM/ENCORE Debtors have identified each creditor's respective claim on the Schedules, including the amount of the claim and whether the claim has been listed as contingent, unliquidated, or disputed; and
- (c) adding certain instructions.

15. When sent to a creditor, the Proof of Claim Form will be further customized (to the extent possible) to contain certain information about the creditor and the REALM/ENCORE Debtor against which it may have a claim.

The REALM/ENCORE Bar Date Notices

16. The proposed REALM/ENCORE Bar Date Notices substantially conform to the form annexed to the Procedural Guidelines. The REALM/ENCORE Bar Date Notices notify parties of:

- (a) the REALM/ENCORE Bar Dates;
- (b) who must file a Proof of Claim;
- (c) the procedure for filing a Proof of Claim;
- (d) the consequences for failing to timely file a Proof of Claim; and
- (e) where parties can find further information.

**The Proposed REALM/ENCORE
Bar Date and Notice Procedures Are
Reasonably Calculated to Provide Due and Proper Notice**

17. Bankruptcy Rule 2002(a)(7) requires the REALM/ENCORE Debtors to provide at least twenty days' notice of the deadline to file proofs of claim. Bankruptcy Rule 2002(p)(2) requires thirty days' notice to creditors with a foreign address.² The Procedural Guidelines require at least thirty-five days' notice, for all creditors.

18. Under the Proposed Order, the REALM/ENCORE Debtors will be providing approximately 60 days' notice to all known creditors. Accordingly, the REALM/ENCORE Debtors submit that the proposed Bar Dates and notice procedures provide sufficient time for all parties in interest to assert their claims. Further, because the proposed procedure will provide notice to all known parties in interest by mail and notice to any unknown parties in interest by publication, the REALM/ENCORE Debtors submit that the proposed notice procedures are reasonably calculated to provide notice to all parties that may wish to assert a claim in these chapter 11 cases.

19. GCG will also post the Proof of Claim Form, along with instructions for filing Proofs of Claim, on the website established in these chapter 11 cases, (www.motorsliquidationdocket.com). The REALM/ENCORE General Notice will also provide that the REALM/ENCORE Debtors' Schedules may be accessed through the same website or by contacting GCG at (703) 386-6401.

20. Accordingly, the REALM/ENCORE Debtors submit that no further or other notice of the REALM/ENCORE Bar Dates is necessary and that the proposed notice procedures provide due and proper notice of the REALM/ENCORE Bar Dates.

² The REALM/ENCORE Debtors do not believe they have any foreign creditors.

Objections to Claims and Reservation of Rights

21. The REALM/ENCORE Debtors reserve all rights and defenses with respect to any Proof of Claim, including, among other things, the right to object to any Proof of Claim on any grounds. The REALM/ENCORE Debtors also reserve all rights and defenses to any claim listed on the Schedules, including, among other things, the right to dispute any such claim and assert any offsets or defenses thereto. To the extent the REALM/ENCORE Debtors dispute any claim listed on their Schedules and such claim is not already listed as disputed, contingent, or unliquidated, the REALM/ENCORE Debtors shall amend their Schedules as appropriate.

22. Further, the REALM/ENCORE Debtors reserve the right to seek a further order of this Court to fix a deadline by which holders of claims **not** subject to the REALM/ENCORE Bar Dates must file Proofs of Claim against the REALM/ENCORE Debtors or be forever barred from doing so.

23. Based on the foregoing, the REALM/ENCORE Debtors submit that the relief requested herein is necessary and appropriate, is in the best interests of their estates and creditors, and should be granted in all respects.

Notice

24. Notice of this Motion has been provided to parties in interest in accordance with the Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures, dated August 3, 2009 [Docket No. 3629] and to all creditors listed in the voluntary petitions for relief under chapter 11 of the Bankruptcy Code filed by the REALM/ENCORE Debtors on October 9, 2009. The REALM/ENCORE Debtors submit that such notice is sufficient and no other or further notice need be provided.

25. No previous request for the relief sought herein has been made by the REALM/ENCORE Debtors to this or any other Court.

WHEREFORE, the REALM/ENCORE Debtors respectfully request that the Court enter the Proposed Order and grant to the Debtors such other and further relief as is just and appropriate.

Dated: November 16, 2009
New York, New York

/s/ Stephen Karotkin

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

Exhibit A

Bar Date Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re : **Chapter 11 Case No.**
:
MOTORS LIQUIDATION COMPANY, et al., : **09-50026 (REG)**
f/k/a General Motors Corp., et al. :
:
Debtors. : **(Jointly Administered)**
:
-----X

-----X
:
In re : **Chapter 11 Case No.**
:
REMEDICATION AND LIABILITY : **09- 50029 (REG)**
MANAGEMENT COMPANY, INC., :
:
Debtor. :
:
-----X

-----X
:
In re : **Chapter 11 Case No.**
:
ENVIRONMENTAL CORPORATE : **09-50030 (REG)**
REMEDICATION COMPANY, INC., :
:
Debtor. :
:
-----X

**ORDER PURSUANT TO SECTION 502(b)(9) OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 3003(c)(3)
ESTABLISHING THE DEADLINE FOR FILING PROOFS OF CLAIM
(INCLUDING CLAIMS UNDER BANKRUPTCY CODE SECTION 503(b)(9))
AND PROCEDURES RELATING THERETO AND
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the Motion, dated November 16, 2009 (the “**Motion**”),¹ of Remediation and Liability Management Company, Inc. (“**REALM**”) and Environmental Corporate Remediation Company, Inc. (“**ENCORE**” and together with REALM, the “**REALM/ENCORE Debtors**”),

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

for entry of an order pursuant to section 502(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(3) (a) establishing (i) **February 1, 2010 at 5:00 p.m. (Eastern Time)** (the “**REALM/ENCORE General Bar Date**”) as the deadline for each person or entity (including without limitation, each individual, partnership, joint venture, corporation, estate, or trust) other than a Governmental Unit (as defined in section 101(27) of the Bankruptcy Code) to file a proof of claim (a “**Proof of Claim**”) against either REALM or ENCORE to assert any claim (as defined in section 101(5) of the Bankruptcy Code) (a “**Claim**”) that arose prior to the REALM/ENCORE Commencement Date, including any unsecured claim, secured claim, priority claim, or claim under section 503(b)(9) of the Bankruptcy Code (a “**503(b)(9) Claim**”) and (ii) **April 16, 2010, at 5:00 p.m. (Eastern Time)** (the “**REALM/ENCORE Governmental Bar Date**” and together with the REALM/ENCORE General Bar Date, the “**REALM/ENCORE Bar Dates**”) as the deadline for each Governmental Unit to file a proof of claim to assert any Claim, and (b) approving the (i) proposed model Proof of Claim form (the “**Proof of Claim Form**”), (ii) proposed procedures for filing Proofs of Claim, and (iii) proposed procedures for and the forms of notice of the REALM/ENCORE Bar Dates (the “**Notice Procedures**”), all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the REALM/ENCORE Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the following procedures for filing Proofs of Claim are approved:

- (a) Unless otherwise provided herein, the REALM/ENCORE General Bar Date shall be **February 1, 2010 at 5:00 p.m. (Eastern Time)**.
- (b) Unless otherwise provided herein, the REALM/ENCORE Governmental Bar Date shall be **April 16, 2010 at 5:00 p.m. (Eastern Time)**.
- (c) Proofs of Claims must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of October 9, 2009 (the “**REALM/ENCORE Commencement Date**”); (iii) conform substantially to the Proof of Claim Form or the Official Bankruptcy Form No. 10 (“**Official Form 10**”)²; (iv) specify the REALM/ENCORE Debtor against which the Proof of Claim is filed; (v) set forth with specificity the legal and factual basis for the alleged Claim; (vi) include supporting documentation or an explanation as to why such documentation is not available; and (vii) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.
- (d) If a claimant asserts a Claim against more than one REALM/ENCORE Debtor, the claimant **must** file a separate Proof of Claim against each REALM/ENCORE Debtor.
- (e) Proofs of Claim shall be deemed timely filed only if the Proofs of Claim are **actually received** by the Debtors’ court approved claims agent, the Garden City Group, Inc. (“**GCG**”), or by the Court, on or before the applicable Bar Date at –

If by hand delivery or overnight courier:

The Garden City Group, Inc.
Attn: Motors Liquidation Company Claims Processing
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017

If by first-class mail:

The Garden City Group, Inc.
Attn: Motors Liquidation Company
P.O. Box 9386
Dublin, Ohio 43017-4286

OR

² Official Form 10 can be found at www.uscourts.gov/bkforms/index.html, the Official Website for the United States Bankruptcy Courts.

If by hand delivery:

United States Bankruptcy Court, SDNY
One Bowling Green
Room 534
New York, New York 10004

- (f) Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission **will not** be accepted.
- (g) Any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and Governmental Units) that asserts a Claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (i) the applicable REALM/ENCORE Bar Date and (ii) the date that is **thirty days** following the entry of the order approving such rejection, or be forever barred from doing so.
- (h) Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a Claim on account of unpaid amounts accrued and outstanding as of the REALM/ENCORE Commencement Date pursuant to such executory contract or unexpired lease (other than a rejection damages Claim) must file a Proof of Claim for such amounts on or before the applicable REALM/ENCORE Bar Date unless an exception identified in paragraph (j) below applies.
- (i) In the event the REALM/ENCORE Debtors amend their Schedules to (a) designate a Claim as disputed, contingent, unliquidated, or undetermined, (b) change the amount of a Claim reflected therein, (c) change the classification of a Claim reflected therein, or (d) add a Claim that was not listed on the Schedules, the REALM/ENCORE Debtors shall notify the claimant of the amendment. The deadline for any holder of a Claim so designated, changed, or added to file a Proof of Claim on account of any such Claim is the later of (a) the applicable REALM/ENCORE Bar Date and (b) the date that is **thirty days** after the REALM/ENCORE Debtors provide notice of the amendment.
- (j) The following persons or entities are **not** required to file a Proof of Claim on or before the applicable REALM/ENCORE Bar Date, with respect to the claims described below:
 - 1. any person or entity whose Claim is listed on the Schedules and (i) whose Claim is **not** described therein as “disputed,” “contingent,” or “unliquidated,” (ii) who does not dispute the amount or classification of the Claim set forth in the Schedules, and (iii) who does not dispute that the Claim is an obligation of the specific REALM/ENCORE Debtor against which the Claim is listed on the Schedules;

2. any person or entity whose claim has been paid in full;
3. any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense (**other than** a 503(b)(9) Claim);
4. any person or entity that holds a Claim that has been allowed by an order of this Court entered on or before the applicable REALM/ENCORE Bar Date;
5. any holder of a Claim for which a separate deadline is fixed by this Court;
6. any Debtor in these cases having a Claim against another Debtor;
7. any entity that, as of the REALM/ENCORE Bar Date, is an affiliate (as defined in section 101(2) of the Bankruptcy Code) of any Debtor; or
8. any holder of a Claim who has already properly filed a Proof of Claim with the Clerk of the Court or GCG, against any of the REALM/ENCORE Debtors utilizing a Claim form which substantially conforms to the Proof of Claim Form or Official Form 10.

- (k) Any person or entity that relies on the Schedules has the responsibility to determine that the Claim is accurately listed in the Schedules;

and it is further

ORDERED that any holder of a Claim against the REALM/ENCORE Debtors that is required but fails to file a Proof of Claim in accordance with this REALM/ENCORE Bar Date Order on or before the applicable REALM/ENCORE Bar Date shall be forever barred, estopped and enjoined from asserting such Claim against each of the REALM/ENCORE Debtors and their respective estates (or filing a Proof of Claim with respect thereto), and each of the REALM/ENCORE Debtors and their respective chapter 11 estates, successors, and property shall be forever discharged from any and all indebtedness or liability with respect to such Claim, and such holder shall not be permitted to vote to accept or reject any chapter 11 plan filed in these chapter 11 cases, participate in any distribution in either of the REALM/ENCORE

Debtors' chapter 11 cases on account of such Claim, or receive further notices with respect to any of the REALM/ENCORE Debtors' chapter 11 cases; and it is further

ORDERED that the Proof of Claim Form, substantially in the form attached as Annex III to the Motion, and the proposed notices of the REALM/ENCORE Bar Dates, substantially in the forms attached to the Motion as Annex I and Annex II (the **"REALM/ENCORE Bar Date Notices"**), are hereby approved; and it is further

ORDERED that the REALM/ENCORE Debtors are authorized to customize the Proof of Claim Form to contain certain information about the creditor to which it is sent and the REALM/ENCORE Debtor against which the creditor might have a Claim; and it is further

ORDERED that the following Notice Procedures are hereby approved:

- (a) Within **ten days** of entry of this Order, the REALM/ENCORE Debtors shall cause to be mailed (i) a Proof of Claim Form and (ii) a General Notice to the following parties:
 - 1. the United States Trustee for the Southern District of New York;
 - 2. the attorneys for the statutory committee of unsecured creditors;
 - 3. all known holders of Claims listed on the Schedules at the addresses stated therein;
 - 4. all parties known to the REALM/ENCORE Debtors as having potential Claims against either of the REALM/ENCORE Debtors' estates;
 - 5. all counterparties to either of the REALM/ENCORE Debtors' executory contracts and unexpired leases listed on the Schedules at the addresses stated therein;
 - 6. the attorneys of record to all parties to pending litigation against either of the REALM/ENCORE Debtors (as of the date of the entry of this Order);
 - 7. the Internal Revenue Service, the Securities and Exchange Commission, the United States Attorney's Office for the Southern District of New York, and all applicable government entities; and

8. all parties who have requested notice pursuant to Bankruptcy Rule 2002 (1-8, collectively, the “**Notice Parties**”).

(b) The REALM/ENCORE Debtors shall post the Proof of Claim Form and REALM/ENCORE Bar Date Notices on the website established by GCG for the Debtors’ cases: www.motorsliquidation.com;

and it is further

ORDERED that within **ten days** of the entry of this Order, the REALM/ENCORE Debtors shall cause to be mailed (i) a Proof of Claim Form and (ii) a Local Notice to all known residents within an approximate 0.5 mile radius of each of the REALM/ENCORE Properties; and it is further

ORDERED that the REALM/ENCORE Debtors shall publish (i) the General Notice, with any necessary modifications for ease of publication, once in each of USA Today (National Edition) and The New York Times (National Edition), at least **thirty days** prior to the REALM/ENCORE General Bar Date, and (ii) the Local Notice, with the legend at the top of the first page omitted and any other any necessary modifications for ease of publication, once in each of the newspapers set forth on Exhibit C to the Motion at least **thirty days** prior to the REALM/ENCORE General Bar Date, which publication is hereby approved and shall be deemed good, adequate, and sufficient publication notice of the REALM/ENCORE Bar Date and the procedures for filing Proofs of Claim in these cases; and it is further

ORDERED that the REALM/ENCORE Debtors may, in their sole discretion, publish the General Notice or the Local Notice in other newspapers, trade journals, or similar publications; and it is further

ORDERED that the REALM/ENCORE Debtors and GCG are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED that notification of the relief granted by this Order as provided herein is fair and reasonable and will provide good, sufficient, and proper notice to all creditors of their rights and obligations in connection with Claims they may have against the REALM/ENCORE Debtors in these chapter 11 cases; and it is further

ORDERED that nothing in this Order shall prejudice the right of the REALM/ENCORE Debtors or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules; and it is further

ORDERED that entry of this Order is without prejudice to the right of the REALM/ENCORE Debtors to seek a further order of this Court fixing the date by which holders of Claims not subject to the REALM/ENCORE Bar Dates established herein must file such Claims against the REALM/ENCORE Debtors or be forever barred from doing so; and it is further

ORDERED that notwithstanding anything contained herein to the contrary, in the event pursuant to this Order a holder of a Claim against REALM files such Claim against ENCORE or a holder of a Claim against ENCORE files such Claim against REALM, then any such Claim shall not be subject to disallowance solely on the basis that it was filed against the wrong Debtor; and it is further

ORDERED that notwithstanding anything contained herein to the contrary, in the event a holder of a Claim against either REALM or ENCORE files a timely Proof of Claim against any of the First Filed Debtors, any such Claim shall not be subject to disallowance solely on the basis that it was filed against the wrong entity; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

Exhibit B

REALM/ENCORE Properties

Site Name	Address	City, State Zip
6560 CASS AVENUE (NEW CENTER COMPLEX)	6560 CASS AVENUE	DETROIT, MICHIGAN 48202
BAY CITY- CROTTY STREET	1001 WOODSIDE AVENUE	BAY CITY, MICHIGAN 48708
DANVILLE CENTRAL FOUNDRY LANDFILL	I-74 @ G STREET	DANVILLE, ILLINOIS 61832
DELPHI I - COLDWATER ROAD (LANDFILL & WWTP CLOSURE)	WWTP AT 6220 HORTON STREET, LANDFILL AT 1245 EAST	FLINT, MICHIGAN 48505
DELPHI SAGINAW PLANT 2 - LANDFILL	79 WEST CENTER STREET	SAGINAW, MICHIGAN 48605
ELYRIA LANDFILL (LORAIN)	1400 LOWELL STREET	ELYRIA, OHIO 44035
FORMER DELCO CHASSIS PLANT	12950 ECKLES ROAD	LIVONIA, MICHIGAN 48150
GMPT - TOLEDO REALM PARCEL	1455 WEST ALEXIS ROAD	TOLEDO, OHIO 43612
GREENPOINT LANDFILL	77, 79 WEST CENTER STREET AND 3305, 3307 GABRIEL	SAGINAW, MICHIGAN 48602
LEEDS ASSEMBLY LAND	LAND SOUTH OF 6817 STADIUM DRIVE	KANSAS CITY, MISSOURI 64129
LEY CREEK SITE (SALINA)	FACTORY AVENUE AND/OR MALLOY ROAD EAST	SALINA, NEW YORK 13209
LINDEN ROAD	1200 SOUTH LINDEN ROAD	FLINT TOWNSHIP, MICHIGAN 48532
PEREGRINE - COLDWATER ROAD (PLANT)	1245 EAST COLDWATER ROAD (G-1245 EAST COLDWATER ROAD)	FLINT, MICHIGAN 48505
SOUTH LAGOON (MORAIN COMPLEX)	3801 DRYDEN	MORAIN, OHIO 45439
SUMMERFIELD (LAND ALONG STANLY ROAD)	STANLEY ROAD	MT. MORRIS, MICHIGAN 48458
TEXTILE ROAD LAND	BUNTON & TEXTILE ROADS	YPSILANTI, MICHIGAN 48197
TONAWANDA LANDFILL	2520 KENMORE AVENUE	TONAWANDA, NEW YORK 14207
VACANT LAND SOUTH OF VAN BORN	5000 ECORSE ROAD	BELLEVILLE, MICHIGAN 48111

Exhibit C

Local Newspapers

Site Name	Newspaper Name	Newspaper Address	Newspaper City, State, Zip
6560 CASS AVENUE (NEW CENTER COMPLEX)	DETROIT FREE PRESS	600 WEST FORT STREET	DETROIT, MICHIGAN 48226
BAY CITY- CROTTY STREET	BAY CITY TIMES	311 5TH STREET	BAY CITY, MICHIGAN 48708
DANVILLE CENTRAL FOUNDRY LANDFILL	COMMERCIAL NEWS	17 WEST NORTH STREET	DANVILLE, ILLINOIS 61832
DELPHI I - COLDWATER ROAD (LANDFILL & WWTP CLOSURE)	FLINT JOURNAL	200 EAST 1ST STREET	FLINT, MICHIGAN 48502
DELPHI SAGINAW PLANT 2 - LANDFILL	SAGINAW NEWS	203 SOUTH WASHINGTON AVENUE	SAGINAW, MICHIGAN 48607
ELYRIA LANDFILL (LORAIN)	THE CHRONICLE-TELEGRAM	225 EAST AVENUE	ELYRIA, OHIO 44035
FORMER DELCO CHASSIS PLANT	OBSERVER & ECCENTRIC	36251 SCHOOLCRAFT ROAD	LIVONIA, MICHIGAN 48150
GMPT - TOLEDO REALM PARCEL	THE TOLEDO BLADE	541 NORTH SUPERIOR STREET	TOLEDO, OHIO 43601
GREENPOINT LANDFILL	SAGINAW NEWS	203 SOUTH WASHINGTON AVENUE	SAGINAW, MICHIGAN 48607
LEEDS ASSEMBLY LAND	KANSAS CITY BUSINESS JOURNAL	1100 MAIN STREET	KANSAS CITY, KANSAS 64105
LEY CREEK SITE (SALINA)	SYRACUSE NEW TIMES	1415 WEST GENESEE STREET	SYRACUSE, NEW YORK 13204
LINDEN ROAD	FLINT JOURNAL	200 EAST 1ST STREET	FLINT, MICHIGAN 48502
PEREGRINE - COLDWATER ROAD (PLANT)	FLINT JOURNAL	200 EAST 1ST STREET	FLINT, MICHIGAN 48502
SOUTH LAGOON (MORAINES COMPLEX)	DAYTON DAILY NEWS	45 SOUTH LUDLOW STREET	DAYTON, OHIO 45402
SUMMERFIELD (LAND ALONG STANLEY ROAD)	FLINT JOURNAL	200 EAST 1ST STREET	FLINT, MICHIGAN 48502
TEXTILE ROAD LAND	YPSILANTI COURIER	133 WEST MICHIGAN AVENUE	YPSILANTI, MICHIGAN 48197
TONAWANDA LANDFILL	TONAWANDA NEWS	435 RIVER ROAD	NORTH TONAWANDA, NEW YORK 14120
VACANT LAND SOUTH OF VAN BORN	THE NEWS-HERALD	1 HERITAGE DRIVE # 100	SOUTHGATE, MICHIGAN 48195

Annex I

General Notice of REALM/ENCORE Bar Dates

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re : **Chapter 11 Case No.**
:
MOTORS LIQUIDATION COMPANY, et al., : **09-50026 (REG)**
f/k/a General Motors Corp., et al. :
:
Debtors. : **(Jointly Administered)**
:
-----X

-----X
:
In re : **Chapter 11 Case No.**
:
REMEDICATION AND LIABILITY : **09- 50029 (REG)**
MANAGEMENT COMPANY, INC., :
:
Debtor. :
:
-----X

-----X
:
In re : **Chapter 11 Case No.**
:
ENVIRONMENTAL CORPORATE : **09-50030 (REG)**
REMEDICATION COMPANY, INC., :
:
Debtor. :
:
-----X

**NOTICE OF DEADLINES FOR FILING PROOFS OF CLAIM
(INCLUDING CLAIMS UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE)**

TO ALL PERSONS AND ENTITIES WITH CLAIMS (INCLUDING CLAIMS UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE) AGAINST A DEBTOR SET FORTH BELOW:

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
Remediation and Liability Management Company, Inc. (subsidiary of General Motors Corporation)	09-50029 (REG)	38-2529430	Uptown Land Development Corporation
Environmental Corporate Remediation Company, Inc. (subsidiary of General Motors Corporation)	09-50030 (REG)	41-1650789	GM National Hawaii, Inc. NCRS Hawaii, Inc.

PLEASE TAKE NOTICE THAT, on December __, 2009, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) having jurisdiction over the chapter 11 cases of Remediation and Liability Management Company, Inc. and Environmental Corporate Remediation Company, Inc., as debtors in possession (each subsidiaries of **General Motors Corporation**) (collectively, the “**REALM/ENCORE Debtors**”) entered an order (the “**REALM/ENCORE Bar Date Order**”) establishing (i) **February 1, 2010, at 5:00 p.m. (Eastern Time)** as the last date and time for each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) to file a proof of claim (“**Proof of Claim**”) based on prepetition claims including a claim under section 503(b)(9) of the Bankruptcy Code (as described more fully below (a “**503(b)(9) Claim**”)), against any of the

REALM/ENCORE Debtors (the “**REALM/ENCORE General Bar Date**”); and (ii) **April 16, 2010, at 5:00 p.m. (Eastern Time)** as the last date and time for each governmental unit (as defined in section 101(27) of the Bankruptcy Code) to file a Proof of Claim based on prepetition claims against any of the REALM/ENCORE Debtors (the “**REALM/ENCORE Governmental Bar Date**” and, together with the REALM/ENCORE General Bar Date, the “**REALM/ENCORE Bar Dates**”).

The REALM/ENCORE Bar Date Order, the REALM/ENCORE Bar Dates and the procedures set forth below for the filing of Proofs of Claim apply to all claims against the REALM/ENCORE Debtors (other than those set forth below as being specifically excluded) that arose prior to **October 9, 2009**, the date on which the REALM/ENCORE Debtors commenced their cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

The REALM/ENCORE Debtors were subsidiaries of General Motors Corporation. The properties owned by the REALM/ENCORE Debtors may have been known to you as property of General Motors Corporation.

If you have any questions relating to this Notice, please feel free to contact AlixPartners at 1-800-414-9607 or by e-mail at claims@motorsliquidation.com. In addition, you may contact the Official Committee of Unsecured Creditors through its website at www.motorsliquidationcreditorscommittee.com or at 1-212-715-3275.

YOU SHOULD CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROOF OF CLAIM.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a **Proof of Claim** to vote on a chapter 11 plan filed by the REALM/ENCORE Debtors or to share in any of the REALM/ENCORE Debtors’ estates if you have a claim that arose prior to **October 9, 2009**, including a 503(b)(9) Claim, and it is not one of the other types of claims described in Section 2 below. Acts or omissions of the REALM/ENCORE Debtors that occurred before **October 9, 2009** may give rise to claims against the REALM/ENCORE Debtors that must be filed by the applicable Bar Date, notwithstanding that such claims may not have matured or become fixed or liquidated or certain prior to **October 9, 2009**.

Pursuant to section 101(5) of the Bankruptcy Code and as used in this Notice, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured. Further, claims include unsecured claims, secured claims, priority claims, and 503(b)(9) Claims.

2. WHO NEED NOT FILE A PROOF OF CLAIM

You need not file a Proof of Claim if:

- (a) Your claim is listed on the Schedules (as defined below) and (i) is **not** described in the Schedules as “disputed,” “contingent,” or “unliquidated,” (ii) you do **not** dispute the amount or nature of the claim set forth in the Schedules, and (iii) you do **not** dispute that the claim is an obligation of the specific REALM/ENCORE Debtor against which the claim is listed on the Schedules;
- (b) Your claim has been paid in full;
- (c) You hold a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative claim; **provided, however, 503(b)(9) Claims are subject to the REALM/ENCORE General Bar Date as provided above.** Section 503(b)(9) provides in part: “...there shall be allowed administrative expenses...including... (9) the value of any goods received by the debtor within 20 days before the date of commencement of a case under this title in which the goods have been sold to the debtor in the ordinary course of such debtor’s business.” **Accordingly, if you have a 503(b)(9) Claim, you must file a Proof of Claim on or before the REALM/ENCORE General Bar Date;**
- (d) You hold a claim that has been allowed by an order of the Court entered on or before the applicable REALM/ENCORE Bar Date;

- (e) You hold a claim against any of the REALM/ENCORE Debtors for which a separate deadline is fixed by the Court (whereupon you will be required to file a Proof of Claim by that separate deadline);
- (f) You are a REALM/ENCORE Debtor in these cases having a claim against another Debtor;
- (g) You are an affiliate (as defined in section 101(2) of the Bankruptcy Code) of any REALM/ENCORE Debtor as of the REALM/ENCORE Bar Date; or
- (h) You hold a claim for which you have already properly filed a Proof of Claim against any of the REALM/ENCORE Debtors with the Clerk of the Court or The Garden City Group, Inc., the Debtors' claims agent, utilizing a claim form that substantially conforms to the Proof of Claim Form (as defined below) or Official Form 10.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE REALM/ENCORE DEBTORS.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE REALM/ENCORE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.

3. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you hold a claim arising from the rejection of an executory contract or unexpired lease, you must file a Proof of Claim based on such rejection by the later of (i) the applicable REALM/ENCORE Bar Date, and (ii) the date which is **thirty days** following the entry of the order approving such rejection or you will be forever barred from doing so. Notwithstanding the foregoing, if you are a party to an executory contract or unexpired lease and you wish to assert a claim on account of unpaid amounts accrued and outstanding as of October 9, 2009 pursuant to that executory contract or unexpired lease (other than a rejection damages claim), you must file a Proof of Claim for such amounts on or before the applicable REALM/ENCORE Bar Date unless an exception identified above applies.

4. WHEN AND WHERE TO FILE

All Proofs of Claim must be filed so as to be **actually received** on or before the applicable REALM/ENCORE Bar Date at the following address:

If by overnight courier or hand delivery to:

The Garden City Group, Inc.
Attn: Motors Liquidation Company Claims Processing
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017

If by first-class mail, to:

The Garden City Group, Inc.
Attn: Motors Liquidation Company Claims Processing
P.O. Box 9386
Dublin, Ohio 43017-4286

Or if by hand delivery to:

United States Bankruptcy Court, SDNY
One Bowling Green
Room 534
New York, New York 10004

Proofs of Claim will be deemed timely filed only if **actually received** by The Garden City Group, Inc. or the Court on or before the applicable REALM/ENCORE Bar Date. Proofs of Claim may **not** be delivered by facsimile, telecopy, or electronic mail transmission.

5. WHAT TO FILE

If you file a Proof of Claim, your filed Proof of Claim must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States; (iii) conform substantially to the form provided with this Notice ("**Proof of Claim Form**") or Official Bankruptcy Form No. 10; (iv) state the REALM/ENCORE Debtor against which it is filed; (v) set forth with specificity the legal and factual basis for the alleged claim; (vi) include supporting documentation or an explanation as to why such documentation is not available; and (vii) be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

IF YOU ARE ASSERTING A CLAIM AGAINST MORE THAN ONE REALM/ENCORE DEBTOR, SEPARATE PROOFS OF CLAIM MUST BE FILED AGAINST EACH SUCH REALM/ENCORE DEBTOR AND YOU MUST IDENTIFY ON YOUR PROOF OF CLAIM THE SPECIFIC REALM/ENCORE DEBTOR AGAINST WHICH YOUR CLAIM IS ASSERTED AND THE CASE NUMBER OF THAT REALM/ENCORE DEBTOR'S BANKRUPTCY CASE. THE NAMES OF THE REALM/ENCORE DEBTORS AND THEIR CASE NUMBERS ARE SET FORTH ABOVE.

Additional Proof of Claim Forms may be obtained at www.uscourts.gov/bkforms/ or www.motorsliquidation.com.

YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH YOUR CLAIM IS BASED. IF THE DOCUMENTS ARE VOLUMINOUS, YOU SHOULD ATTACH A SUMMARY.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE

Except with respect to claims of the type set forth in Section 2 above, any creditor who fails to file a Proof of Claim on or before the applicable REALM/ENCORE Bar Date in the appropriate form in accordance with the procedures described in this Notice for any claim such creditor holds or wishes to assert against each of the REALM/ENCORE Debtors, will be forever barred – that is, forbidden – from asserting the claim against each of the REALM/ENCORE Debtors and their respective estates (or filing a Proof of Claim with respect to the claim), and each of the REALM/ENCORE Debtors and their respective chapter 11 estates, successors, and property will be forever discharged from any and all indebtedness or liability with respect to the claim, and the holder will not be permitted to vote to accept or reject any chapter 11 plan filed in these chapter 11 cases, participate in any distribution in any of the REALM/ENCORE Debtors' chapter 11 cases on account of the claim, or receive further notices with respect to any of the REALM/ENCORE Debtors' chapter 11 cases.

7. THE REALM/ENCORE DEBTORS' SCHEDULES, ACCESS THERETO, AND CONSEQUENCES OF AMENDMENT THEREOF

You may be listed as the holder of a claim against one or more of the REALM/ENCORE Debtors in the REALM/ENCORE Debtors' Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "**Schedules**"). If you rely on the REALM/ENCORE Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules.

As set forth above, if you agree with the classification and amount of your claim as listed in the REALM/ENCORE Debtors' Schedules, and if you do not dispute that your claim is only against the specified REALM/ENCORE Debtor, and if your claim is not described as "disputed", "contingent", or "unliquidated", you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable REALM/ENCORE Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Schedules may be examined by interested parties on the Court's electronic docket for the REALM/ENCORE Debtors' chapter 11 cases, which is posted on the Internet at www.motorsliquidation.com and www.nysb.uscourts.gov (a PACER login and password are required and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Schedules may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004. Copies of the REALM/ENCORE Debtors' Schedules may also be obtained by written request to the REALM/ENCORE Debtors' claims agent at the address and telephone number set forth below:

The Garden City Group, Inc.
Attn: Motors Liquidation Company
P.O. Box 9386
Dublin, Ohio 43017-4286
1-703-286-6401

In the event that the REALM/ENCORE Debtors amend their Schedules to (a) designate a claim as disputed, contingent, unliquidated, or undetermined, (b) change the amount of a claim reflected therein, (c) change the classification of a claim reflected therein, or (d) add a claim that was not listed on the Schedules, the REALM/ENCORE Debtors will notify you of the amendment. In such case, the deadline for you to file a Proof of Claim on account of any such claim is the later of (a) the applicable REALM/ENCORE Bar Date and (b) the date that is **thirty days** after the REALM/ENCORE Debtors provide notice of the amendment.

A holder of a possible claim against the REALM/ENCORE Debtors should consult an attorney regarding any matters not covered in this Notice, such as whether the holder should file a Proof of Claim.

DATED: December __, 2009
New York, New York

BY ORDER OF THE COURT

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

Annex II

Local Notice of REALM/ENCORE Bar Date

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU RESIDE NEAR ONE OF THE PROPERTIES LISTED AT THE END OF THIS NOTICE WHICH WAS FORMERLY OWNED BY GENERAL MOTORS.

THE DEBTORS ARE NOT AWARE OF ANY PARTICULAR HARM TO YOU OR YOUR PROPERTY AS A RESULT OF IT BEING LOCATED NEAR A GENERAL MOTORS PROPERTY OR ANY OTHER PARTICULAR REASON WHY YOU MAY HAVE A CLAIM. HOWEVER, IF YOU BELIEVE YOU HAVE A CLAIM, YOU SHOULD FILE A CLAIM ON OR BEFORE FEBRUARY 1, 2010 IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN THIS NOTICE.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re : **Chapter 11 Case No.**
:
MOTORS LIQUIDATION COMPANY, et al., : **09-50026 (REG)**
f/k/a General Motors Corp., et al. :
:
Debtors. : **(Jointly Administered)**
:
-----X

-----X
:
In re : **Chapter 11 Case No.**
:
REMEDICATION AND LIABILITY : **09- 50029 (REG)**
MANAGEMENT COMPANY, INC., :
:
Debtor. :
:
-----X

-----X
:
In re : **Chapter 11 Case No.**
:
ENVIRONMENTAL CORPORATE : **09-50030 (REG)**
REMEDICATION COMPANY, INC., :
:
Debtor. :
:
-----X

NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST A DEBTOR SET FORTH BELOW:

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
Remediation and Liability Management Company, Inc. (subsidiary of General Motors Corporation)	09-50029 (REG)	38-2529430	Uptown Land Development Corporation
Environmental Corporate Remediation Company, Inc. (subsidiary of General Motors Corporation)	09-50030 (REG)	41-1650789	GM National Hawaii, Inc. NCRS Hawaii, Inc.

PLEASE TAKE NOTICE THAT, on December __, 2009, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) having jurisdiction over the chapter 11 cases of Remediation and Liability Management Company, Inc. and Environmental Corporate Remediation Company, Inc., as debtors in possession (each subsidiaries of **General Motors Corporation**) (collectively, the “**REALM/ENCORE Debtors**”) entered an order (the “**Bar Date Order**”) establishing **February 1, 2010, at 5:00 p.m. (Eastern Time)** as the last date and time for each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) to file a proof of claim (“**Proof of Claim**”) based on prepetition claims against any of the REALM/ENCORE Debtors (the “**Bar Date**”).

The Bar Date Order, the Bar Date and the procedures set forth below for the filing of Proofs of Claim apply to all claims against the REALM/ENCORE Debtors that arose prior to **October 9, 2009**, the date on which the REALM/ENCORE Debtors commenced their cases under chapter 11 of the United States Bankruptcy Code (the “**Bankruptcy Code**”).

The REALM/ENCORE Debtors were subsidiaries of GENERAL MOTORS CORPORATION. The properties owned by the REALM/ENCORE Debtors may have been known to you as property of General Motors Corporation.

If you have any questions relating to this Notice, please feel free to contact AlixPartners at 1-800-414-9607 or by e-mail at claims@motorsliquidation.com. In addition, you may contact the Official Committee of Unsecured Creditors through its website at www.motorsliquidationcreditorscommittee.com or at 1-212-715-3275.

YOU SHOULD CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROOF OF CLAIM.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a **Proof of Claim** to vote on a chapter 11 plan filed by the REALM/ENCORE Debtors or to share in any of the REALM/ENCORE Debtors’ estates if you have a claim that arose prior to **October 9, 2009**. Acts or omissions that occurred before **October 9, 2009** may give rise to claims against the REALM/ENCORE Debtors that must be filed by **February 1, 2010**, notwithstanding that such claims may not have matured or become fixed or liquidated or certain prior to **October 9, 2009**.

Pursuant to section 101(5) of the Bankruptcy Code and as used in this Notice, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.

2. WHEN AND WHERE TO FILE

All Proofs of Claim must be filed so as to be **actually received** on or before **February 1, 2010** at the following address:

If by overnight courier or hand delivery to:

The Garden City Group, Inc.
Attn: Motors Liquidation Company Claims Processing
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017

If by first-class mail, to:

The Garden City Group, Inc.
Attn: Motors Liquidation Company Claims Processing
P.O. Box 9386
Dublin, Ohio 43017-4286

Or if by hand delivery to:

United States Bankruptcy Court, SDNY
One Bowling Green
Room 534
New York, New York 10004

Proofs of Claim will be deemed timely filed only if **actually received** by The Garden City Group, Inc. or the Court on or before **February 1, 2010**. Proofs of Claim may **not** be delivered by facsimile, telecopy, or electronic mail transmission.

3. WHAT TO FILE

If you file a Proof of Claim, your filed Proof of Claim must: (i) be written in the English language; (ii) be denominated in dollars; (iii) conform substantially to the form provided with this Notice ("**Proof of Claim Form**") or Official Bankruptcy Form No. 10; (iv) state the REALM/ENCORE Debtor against which it is filed; (v) set forth the factual basis for the alleged claim; (vi) include supporting documentation or an explanation as to why such documentation is not available; and (vii) be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

Additional Proof of Claim Forms may be obtained at www.uscourts.gov/bkforms/ or www.motorsliquidation.com.

YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH YOUR CLAIM IS BASED. IF THE DOCUMENTS ARE VOLUMINOUS, YOU SHOULD ATTACH A SUMMARY.

4. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE

If you do not file a Proof of Claim on or before February 1, 2010 in the appropriate form in accordance with the procedures described in this Notice for any claim you wish to assert, you will be forever prohibited and forbidden from asserting the claim in the future, and each of the Debtors and their respective chapter 11 estates, successors, and property will be forever discharged from and will not be liable or responsible for anything relating to the claim, and you will not be permitted to vote to accept or reject any chapter 11 plan filed in these chapter 11 cases, receive any distribution in any of the REALM/ENCORE Debtors' chapter 11 cases on account of your claim, or receive further notices with respect to any of the REALM/ENCORE Debtors' chapter 11 cases.

A holder of a possible claim should consult an attorney as to whether the holder should file a Proof of Claim.

DATED: December __, 2009
New York, New York

BY ORDER OF THE COURT

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

LIST OF PROPERTIES

Site Name	Address	City, State Zip
6560 CASS AVENUE (NEW CENTER COMPLEX)	6560 CASS AVENUE	DETROIT, MICHIGAN 48202
BAY CITY- CROTTY STREET	1001 WOODSIDE AVENUE	BAY CITY, MICHIGAN 48708
DANVILLE CENTRAL FOUNDRY LANDFILL	I-74 @ G STREET	DANVILLE, ILLINOIS 61832
DELPHI I - COLDWATER ROAD (LANDFILL & WWTP CLOSURE)	WWTP AT 6220 HORTON STREET, LANDFILL AT 1245 EAST	FLINT, MICHIGAN 48505
DELPHI SAGINAW PLANT 2 - LANDFILL	79 WEST CENTER STREET	SAGINAW, MICHIGAN 48605
ELYRIA LANDFILL (LORAIN)	1400 LOWELL STREET	ELYRIA, OHIO 44035
FORMER DELCO CHASSIS PLANT	12950 ECKLES ROAD	LIVONIA, MICHIGAN 48150
GMPT - TOLEDO REALM PARCEL	1455 WEST ALEXIS ROAD	TOLEDO, OHIO 43612
GREENPOINT LANDFILL	77, 79 WEST CENTER STREET AND 3305, 3307 GABRIEL	SAGINAW, MICHIGAN 48602
LEEDS ASSEMBLY LAND	LAND SOUTH OF 6817 STADIUM DRIVE	KANSAS CITY, MISSOURI 64129
LEY CREEK SITE (SALINA)	FACTORY AVENUE AND/OR MALLOY ROAD EAST	SALINA, NEW YORK 13209
LINDEN ROAD	1200 SOUTH LINDEN ROAD	FLINT TOWNSHIP, MICHIGAN 48532
PEREGRINE - COLDWATER ROAD (PLANT)	1245 EAST COLDWATER ROAD (G-1245 EAST COLDWATER ROAD)	FLINT, MICHIGAN 48505
SOUTH LAGOON (MORAIN COMPLEX)	3801 DRYDEN	MORAIN, OHIO 45439
SUMMERFIELD (LAND ALONG STANLY ROAD)	STANLEY ROAD	MT. MORRIS, MICHIGAN 48458
TEXTILE ROAD LAND	BUNTON & TEXTILE ROADS	YPSILANTI, MICHIGAN 48197
TONAWANDA LANDFILL	2520 KENMORE AVENUE	TONAWANDA, NEW YORK 14207
VACANT LAND SOUTH OF VAN BORN	5000 ECORSE ROAD	BELLEVILLE, MICHIGAN 48111

Annex III

Proof of Claim Form



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM								
<p>Name of Debtor (Check Only One): Case No. <input type="checkbox"/> Remediation and Liability Management Company, Inc.(subsidiary of General Motors Corporation) 09-50029 (REG) <input type="checkbox"/> Environmental Corporate Remediation Company, Inc. (subsidiary of General Motors Corporation) 09-50030 (REG)</p> <p>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case, but may be used for purposes of asserting a claim under 11 U.S.C. § 503(b)(9) (see Item # 5). All other requests for payment of an administrative expense should be filed pursuant to 11 U.S.C. § 503.</p> <table border="1"><tr><td>Name of Creditor (the person or other entity to whom the debtor owes money or property):</td><td rowspan="3"><div><input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.</div><div>Court Claim Number: _____ (If known)</div><div>Filed on: _____</div></td></tr><tr><td>Name and address where notices should be sent:</td></tr><tr><td>Telephone number: Email Address:</td></tr><tr><td>Name and address where payment should be sent (if different from above):</td><td><div><input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.</div><div><input type="checkbox"/> Check this box if you are the debtor or trustee in this case.</div></td></tr><tr><td>Telephone number:</td><td></td></tr></table>		Name of Creditor (the person or other entity to whom the debtor owes money or property):	<div><input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.</div> <div>Court Claim Number: _____ (If known)</div> <div>Filed on: _____</div>	Name and address where notices should be sent:	Telephone number: Email Address:	Name and address where payment should be sent (if different from above):	<div><input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.</div> <div><input type="checkbox"/> Check this box if you are the debtor or trustee in this case.</div>	Telephone number:		<p>Your Claim is Scheduled As Follows:</p> <p>If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. (This scheduled amount of your claim may be an amendment to a previously scheduled amount.) If you agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor, you do not need to file this proof of claim form, EXCEPT AS FOLLOWS: If the amount shown is listed as DISPUTED, UNLIQUIDATED, or CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of your claim. If you have already filed a proof of claim in accordance with the attached instructions, you need not file again.</p>
Name of Creditor (the person or other entity to whom the debtor owes money or property):	<div><input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.</div> <div>Court Claim Number: _____ (If known)</div> <div>Filed on: _____</div>									
Name and address where notices should be sent:										
Telephone number: Email Address:										
Name and address where payment should be sent (if different from above):	<div><input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.</div> <div><input type="checkbox"/> Check this box if you are the debtor or trustee in this case.</div>									
Telephone number:										
<p>1. Amount of Claim as of Date Case Filed, October 9, 2009: \$ _____</p> <p>If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. If all or part of your claim is asserted pursuant to 11 U.S.C. § 503(b)(9), complete item 5.</p> <p><input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.</p> <p>2. Basis for Claim: _____ (See instruction #2 on reverse side.)</p> <p>3. Last four digits of any number by which creditor identifies debtor: _____</p> <p>3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)</p> <p>4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.</p> <p>Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input type="checkbox"/> Other Describe:</p> <p>Value of Property: \$ _____ Annual Interest Rate _____ %</p> <p>Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____</p> <p>Basis for perfection: _____</p> <p>Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____</p>		<p>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.</p> <p>Specify the priority of the claim.</p> <div><input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).</div> <div><input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. § 507(a)(4).</div> <div><input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507(a)(5).</div> <div><input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507(a)(7).</div> <div><input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507(a)(8).</div> <div><input type="checkbox"/> Value of goods received by the Debtor within 20 days before the date of commencement of the case - 11 U.S.C. § 503(b)(9) (§ 507(a)(2))</div> <div><input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507(a)(____).</div> <p>Amount entitled to priority:</p> <p>\$ _____</p> <p><i>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</i></p>								
<p>6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.</p> <p>7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)</p> <p>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.</p> <p>If the documents are not available, please explain in an attachment.</p>										
<p>Date:</p>	<p>Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.</p>	<p>FOR COURT USE ONLY</p>								

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules. The attorneys for the Debtors and their court-appointed claims agent, The Garden City Group, Inc., are not authorized and are not providing you with any legal advice.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR

PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS: **IF BY MAIL:** THE GARDEN CITY GROUP, INC., ATTN: MOTORS LIQUIDATION COMPANY CLAIMS PROCESSING, P.O. BOX 9386, DUBLIN, OH 43017-4286. **IF BY HAND OR OVERNIGHT COURIER:** THE GARDEN CITY GROUP, INC., ATTN: MOTORS LIQUIDATION COMPANY CLAIMS PROCESSING, 5151 BLAZER PARKWAY, SUITE A, DUBLIN, OH 43017. PROOFS OF CLAIM MAY ALSO BE HAND DELIVERED TO: THE UNITED STATES BANKRUPTCY COURT, SDNY, ONE BOWLING GREEN, ROOM 534, NEW YORK, NEW YORK 10004. **ANY PROOF OF CLAIM SUBMITTED BY FACSIMILE OR E-MAIL WILL NOT BE ACCEPTED.**

THE GENERAL BAR DATE IS FEBRUARY 1, 2010 AND THE GOVERNMENTAL BAR DATE IS APRIL 16, 2010.

Court, Name of Debtor, and Case Number:

These chapter 11 cases were commenced in the United States Bankruptcy Court for the Southern District of New York on October 9, 2009. You should select the debtor against which you are asserting your claim.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid email address. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, environmental claim, damage to property, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the debtor, trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor, if any.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507(a):

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

For claims pursuant to 11 U.S.C. § 503(b)(9), indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before October 9, 2009, the date of commencement of these cases (See DEFINITIONS, below). Attach documentation supporting such claim.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the Debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case. The Debtors in these Chapter 11 cases are:

Remediation and Liability Management Company, Inc.
(subsidiary of **General Motors Corporation**)
09-50029 (REG)

Environmental Corporate Remediation Company, Inc.
(subsidiary of **General Motors Corporation**)
09-50030 (REG)

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the Debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with The Garden City Group, Inc. as described in the instructions above and in the Bar Date Notice.

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the

secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Section 503(b)(9) Claim

A Section 503(b)(9) claim is a claim for the value of any goods received by the debtor within 20 days before the date of commencement of a bankruptcy case in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's

INFORMATION

tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing from The Garden City Group, Inc., please provide a self-addressed, stamped envelope and a copy of this proof of claim when you submit the original claim to The Garden City Group, Inc.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.

Additional Information

If you have any questions with respect to this claim form, please contact Alix Partners at 1 (800) 414-9607 or by e-mail at claims@motorsliquidation.com.